

**BY-LAWS
OF
FLEISHMAN-HILLARD INC.**

**ARTICLE I
OFFICES**

SECTION 1. REGISTERED OFFICE. The registered office shall be established and maintained at c/o United Corporate Services, Inc., 15 East North Street, Dover, Delaware 19901 and United Corporate Services, Inc. shall be the registered agent of this corporation in charge thereof.

SECTION 2. OTHER OFFICES. The corporation may have other offices, either within or without the State of Delaware, at such place or places as the Board of Directors may from time to time appoint or the business of the corporation may require.

**ARTICLE II
MEETINGS OF STOCKHOLDERS**

SECTION 1. ANNUAL MEETINGS. Annual meetings of stockholders for the election of directors and for such other business as may be stated in the notice of the meeting, shall be held at such place, either within or without the State of Delaware, and at such time and date as the Board of Directors, by resolution, shall determine and as set forth in the notice of meeting. In the event the Board of Directors fails to so determine the time, date and place of meeting, the annual meeting of stockholders shall be held at the registered office of the corporation in Delaware.

If the date of the annual meeting shall fall upon a legal holiday, the meeting shall be held on the next succeeding business day. At each annual meeting, the stockholders entitled to vote shall elect a Board of Directors and they may transact such other corporate business as shall be stated in the notice of the meeting.

SECTION 2. OTHER MEETINGS. Meetings of stockholders for any purpose other than the election of directors may be held at such time and place, within or without the State of Delaware, as shall be stated in the notice of the meeting.

SECTION 3. VOTING. Each stockholder entitled to vote in accordance with the terms of the Certificate of Incorporation and in accordance with the provisions of these By-

Laws shall be entitled to one vote, in person or by proxy, for each share of stock entitled to vote held by such stockholder, but no proxy shall be voted after three years from its date unless such proxy provides for a longer period. Upon the demand of any stockholder, the vote for directors and the vote upon any question before the meeting, shall be by ballot. All elections for directors shall be decided by plurality vote; all other questions shall be decided by majority vote except as otherwise provided by the Certificate of Incorporation or the laws of the State of Delaware.

A complete list of the stockholders entitled to vote at the ensuing election, arranged in alphabetical order, with the address of each, and the number of shares held by each, shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

SECTION 4. QUORUM. Except as otherwise required by law, by the Certificate of Incorporation or by these By-Laws, the presence, in person or by proxy, of stockholders holding a majority of the stock of the corporation entitled to vote shall constitute a quorum at all meetings of the stockholders. In case a quorum shall not be present at any meeting, a majority in interest of the stockholders entitled to vote thereat, present in person or by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the requisite amount of stock entitled to vote shall be present. At any such adjourned meeting at which the requisite amount of stock entitled to vote shall be represented, any business may be transacted which might have been transacted at the meeting as originally noticed; but only those stockholders entitled to vote at the meeting as originally noticed shall be entitled to vote at any adjournment or adjournments thereof.

SECTION 5. SPECIAL MEETINGS. Special meetings of the stockholders for any purpose or purposes may be called by the Chairman of the Board, President or Secretary, or by resolution of the Board of Directors.

SECTION 6. NOTICE OF MEETINGS. Written notice stating the place, date and time of the meeting, and the general nature of the business to be considered, shall be given to each stockholder entitled to vote thereat at his address as it appears on the records of the corporation, not less than ten nor more than fifty days before the date of the meeting. No business other than that stated in the notice shall be transacted at any meeting without the unanimous consent of all the stockholders entitled to vote thereat.

SECTION 7. ACTION WITHOUT MEETING. Unless otherwise provided by the Certificate of Incorporation, any action required to be taken at any annual or special meeting

of stockholders, or any action which may be taken at any annual or special meeting, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

ARTICLE III DIRECTORS

SECTION 1. NUMBER AND TERM. The number of directors shall be five (5) until changed as provided in this Section. The number of directors may be changed at any time and from time to time by the majority vote of the directors or the holders of a majority of the outstanding shares entitled to vote. At any time that there are less than three (3) directors, the number of directors may not be less than the number of shareholders. The directors shall be elected at the annual meeting of the stockholders and each director shall be elected to serve until his successor shall be elected and shall qualify. A director need not be a stockholder.

SECTION 2. RESIGNATIONS. Any director, member of a committee or other officer may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Chairman of the Board of Directors, the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

SECTION 3. VACANCIES. If the office of any director, member of a committee or other officer becomes vacant, the remaining directors in office, though less than a quorum by a majority vote, may appoint any qualified person to fill such vacancy, who shall hold office for the unexpired term and until his successor shall be duly chosen.

SECTION 4. REMOVAL. Any director or directors may be removed either for or without cause at any time by the affirmative vote of the holders of a majority of all the shares of stock outstanding and entitled to vote, at a special meeting of the stockholders called for the purpose and the vacancies thus created may be filled, at the meeting held for the purpose of removal, by the affirmative vote of a majority in interest of the stockholders entitled to vote.

SECTION 5. POWERS. The Board of Directors shall exercise all of the powers of the corporation except such as are by law, or by the Certificate of Incorporation of the corporation or by these By-Laws conferred upon or reserved to the stockholders.

SECTION 6. COMMITTEES. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board of Directors, designate one or more committees, each committee to consist of two or more of the directors of the corporation. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of any member or such committee or committees, the member or members thereof present at any such meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

Any such committee, to the extent provided in the resolution of the Board of Directors, or in these By-Laws, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power of authority in reference to amending the Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution, or amending the By-Laws of the corporation; and unless the resolution, these By-Laws, or the Certificate of Incorporation expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

SECTION 7. MEETINGS. The newly elected Board of Directors may hold their first meeting for the purpose of organization and the transaction of business, if a quorum be present, immediately after the annual meeting of the stockholders; or the time and place of such meeting may be fixed by consent, in writing, of all the directors.

Unless restricted by the Certificate of Incorporation or these By-Laws, members of the Board of Directors or any committee designated by such Board may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

Regular meetings of the Board of Directors may be scheduled by a resolution adopted by the Board. The Chairman of the Board or the President or Secretary may call, and if requested by any two directors, must call a special meeting of the Board and give five days' notice by mail, or two days' notice personally or by telegraph or cable to each director. The Board of Directors may hold an annual meeting, without notice, immediately after the annual meeting of shareholders.

SECTION 8. QUORUM. A majority of the total number of directors shall constitute a quorum for the transaction of business. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained, and no further notice thereof need be given other than by announcement at the meeting which shall be so adjourned.

SECTION 9. COMPENSATION. Directors shall not receive any stated compensation for their services as directors or as members of committees. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefor.

SECTION 10. ACTION WITHOUT MEETING. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board of Directors, or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the Board of Directors or committee thereof.

ARTICLE IV OFFICERS

SECTION 1. OFFICERS. The officers of the corporation shall be a Chairman of the Board of Directors, President, a Treasurer, and a Secretary, all of whom shall be elected by the Board of Directors and who shall hold office until their successors are elected and qualified. In addition, the Board of Directors may elect one or more Vice-Presidents and such Assistant Secretaries and Assistant Treasurers as they may deem proper. None of the officers of the corporation need be directors. The officers shall be elected at the first meeting of the Board of Directors after each annual meeting. More than two offices may be held by the same person.

SECTION 2. OTHER OFFICERS AND AGENTS. The Board of Directors may appoint such other officers and agents as it may deem advisable, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

SECTION 3. CHAIRMAN OF THE BOARD OF DIRECTORS. The Chairman of the Board of Directors shall have the general powers and duties of supervision and management usually vested in the office of Chief Executive Officer of a corporation. He shall preside at all meetings of the stockholders if present thereat, and at all meetings of the Board of Directors, and shall have general supervision, direction and control of the business of the corporation. Except as the Board of Directors shall authorize the execution thereof in some other manner, he shall execute bonds, mortgages and other contracts in behalf of the corporation, and shall cause the seal to be affixed to any instrument requiring it and when so

affixed the seal shall be attested by the signature of the Secretary or the Treasurer or Assistant Secretary or an Assistant Treasurer.

SECTION 4. PRESIDENT. The President shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation. Except as the Board of Directors shall authorize the execution thereof in some other manner, he shall execute bonds, mortgages and other contracts in behalf of the corporation, and shall cause the seal to be affixed to any instrument requiring it and when so affixed the seal shall be attested by the signature of the Secretary or the Treasurer or Assistant Secretary or an Assistant Treasurer.

SECTION 5. VICE-PRESIDENT. Each Vice-President shall have such powers and shall perform such duties as shall be assigned to him by the Chairman of the Board of Directors or the Board of Directors.

SECTION 6. TREASURER. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the corporation. He shall deposit all moneys and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Chairman of the Board of Directors or the Board of Directors.

The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, the Chairman of the Board of Directors, or the President, taking proper vouchers for such disbursements. He shall render to the Chairman of the Board of Directors, the President and Board of Directors at the regular meetings of the Board of Directors, or whenever they may request it, an account of all his transactions as Treasurer and of the financial condition of the corporation. If required by the Chairman of the Board of Directors, or the Board of Directors, he shall give the corporation a bond for the faithful discharge of his duties in such amount and with such surety as the Board of Directors shall prescribe.

SECTION 7. SECRETARY. The Secretary shall give, or cause to be given, notice of all meetings of stockholders and Board of Directors, and all other notices required by the law or by these By-Laws, and in case of his absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the Chairman of the Board of Directors, the President, or by the Board of Directors, or stockholders, upon whose requisition the meeting is called as provided in these By-Laws. He shall record all the proceedings of the meetings of the corporation and of the Board of Directors in a book to be kept for that purpose, and shall perform such other duties as may be assigned to him by the Board of Directors, the Chairman of the Board of Directors or the President. He shall have the custody of the seal of the corporation and shall affix the same to all instruments requiring it, when authorized by the Board of Directors, the Chairman of the Board of Directors or the President, and attest the same.

SECTION 8. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. Assistant Treasurers and Assistant Secretaries, if any, shall be elected and shall have such powers and shall perform such duties as shall be assigned to them, respectively, by the Chairman of the Board of Directors or the Board of Directors.

ARTICLE V MISCELLANEOUS

SECTION 1. CERTIFICATES OF STOCK. A certificate of stock, signed by the Chairman of the Board of Directors, the President or Vice-President, and the Treasurer or an Assistant Treasurer, or Secretary or an Assistant Secretary, shall be issued to each stockholder certifying the number of shares owned by him in the corporation. When such certificates are countersigned (1) by a transfer agent other than the corporation or its employee, or, (2) by a registrar other than the corporation or its employee, the signatures of each officers may by facsimiles.

SECTION 2. LOST CERTIFICATES. A new certificate of stock may be issued in the place of any certificate theretofor issued by the corporation, alleged to have been lost or destroyed certificate, or his legal representatives, to give the corporation a bond, in such sum as they may direct, not exceeding double the value of the stock, to indemnify the corporation against any claim that may be made against it on account of the alleged loss of any such certificate, or the issuance of any such new certificate.

SECTION 3. TRANSFER OF SHARES. The shares of stock of the corporation shall be transferable only upon its books by the holders thereof in person or by their duly authorized attorneys or legal representatives, and upon such transfer the old certificate shall be surrendered to the corporation by the delivery thereof to the person in charge of the stock and transfer books and ledgers, or to such other person as the Board of Directors may designate, by whom they shall be canceled and new certificates shall thereupon be issued. A record shall be made for collateral security, and not absolutely, it shall be so expressed in the entry of the transfer.

SECTION 4. STOCKHOLDERS RECORD DATE. In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any date, which shall not be more than sixty days prior to any other action. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders of record entitles to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjournment meeting.

SECTION 5. DIVIDENDS. Subject to the provisions of the Certificate of Incorporation, the Board of Directors may, out of funds legally available therefor at any

regular or special meeting, declare dividends upon the capital stock of the corporation as and when they deem expedient. Before declaring any dividend there may be set apart out of any funds of the corporation available for dividends, such sum or sums as the Board of Directors from time to time in their discretion deem proper for working capital or as a reserve fund to meet contingencies or for equalizing dividends or for such other purposes as the Board of Directors shall deem conducive to the interests of the corporation.

SECTION 6. SEAL. The corporate seal shall be circular in form and shall contain the name of the corporation, the year of its creation and the words "Corporate Seal, Delaware, 1997." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

SECTION 7. FISCAL YEAR. The fiscal year of the corporation shall be determined by resolution of the Board of Directors.

SECTION 8. CHECKS. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall be determined from time to time by resolution of the Board of Directors.

SECTION 9. NOTICE AND WAIVER OF NOTICE. Whenever any notice is required by these By-Laws to be given, personal notice is not meant unless expressly so stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in the United States mail, postage prepaid, addressed to the person entitled thereto at his address as it appears on the records of the corporation, and such notice shall be deemed to have been given on the day of such mailing. Stockholders not entitled to vote shall not be entitled to receive notice of any meetings except as otherwise provided by statute.

Whenever any notice whatever is required to be given under the provisions of any law, or under the provisions of the Certificate of Incorporation or these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE VI AMENDMENTS

These By-Laws may be altered or repealed and By-Laws may be made at any annual meeting of the stockholders or at any special meeting thereof if notice of the proposed alteration or repeal of By-Law or By-Laws to be made be contained in the notice of such special meeting, by the affirmative vote of a majority of the stock issued and outstanding and entitled to vote thereat, or by the affirmative vote of a majority of the Board of Directors, if notice of the proposed alteration or repeal of By-Law or By-Laws to be made, be contained in the notice of such special meeting.

ARTICLE VII INDEMNIFICATION

No director shall be liable to the corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except with respect to (1) a breach of the director's duty of loyalty to the corporation or its stockholders, (2) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (3) liability under Section 174 of the Delaware General Corporation law, as amended from time to time, and any other liability which may be specifically defined by law, or (4) a transaction from which the director derived an improper personal benefit, it being the intention of the foregoing provision to eliminate the liability of the corporation's directors to the corporation or its stockholders to the fullest extent permitted by Section 10102(b)(7) of the Delaware General Corporation law, as amended from time to time. | The corporation shall indemnify to the fullest extent permitted by law each person that such law grants the corporation the power to indemnify. | Without limiting the foregoing, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action or suit by or in the right of the corporation or any constituent corporation to procure a judgment in its favor) by reason of the fact that he is or was a director, officer, employee or agent of the corporation or any constituent corporation, or is or was serving at the request of the corporation or any constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation, if, as and to the extent authorized by applicable law, against expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the defense or settlement of such action, suit or proceeding. Expenses incurred by an officer or director in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized by statute. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. This indemnification and advancement of expenses provided by, or granted pursuant to, this By-Law shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any lawful agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. From and after the effective time of the merger in which Fleishman-Hillard, Inc., a Missouri corporation ("FHI"), is merged with and into FH Acquisition Inc., references herein to "constituent corporation" specifically include (without limitation), FHI, with the intention that any person serving prior to the effective time of such merger as a director,

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "FLEISHMAN-HILLARD INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE ELEVENTH DAY OF JULY, A.D. 1997, AT 9 O'CLOCK A.M.

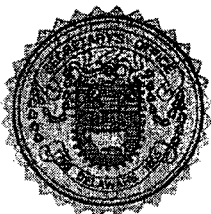
CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "FH ACQUISITION INC." TO "FLEISHMAN-HILLARD, INC.", FILED THE TWENTY-FIRST DAY OF AUGUST, A.D. 1997, AT 9 O'CLOCK A.M.

CERTIFICATE OF CORRECTION, CHANGING ITS NAME FROM "FLEISHMAN-HILLARD, INC." TO "FLEISHMAN-HILLARD INC.", FILED THE TWENTIETH DAY OF OCTOBER, A.D. 1997, AT 9 O'CLOCK A.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE EIGHTEENTH DAY OF JANUARY, A.D. 2002, AT 9 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2002, AT 12:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002.



2772246 8100H

060567498

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4820822

DATE: 06-13-06

Delaware

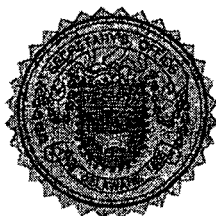
PAGE 2

The First State

CERTIFICATE OF OWNERSHIP, FILED THE THIRTIETH DAY OF
DECEMBER, A.D. 2005, AT 4:43 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY
OF DECEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "FLEISHMAN-HILLARD INC.".



2772246 8100H

060567498

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4820822

DATE: 06-13-06

CERTIFICATE OF INCORPORATION

OF

FH ACQUISITION INC.

The undersigned, being of legal age, in order to form a corporation under and pursuant to the laws of the State of Delaware, do hereby set forth as follows:

FIRST: The name of the corporation is FH Acquisition Inc.

SECOND: The address of the initial registered and principal office of this corporation in this state is c/o United Corporate Services, Inc., 15 East North Street, in the City of Dover, County of Kent, State of Delaware 19901, and the name of the registered agent at said address is United Corporate Services, Inc.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the corporation laws of the State of Delaware.

FOURTH: The corporation shall be authorized to issue the following shares:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
Common	200	\$0.01

FIFTH: The name and address of the Incorporator are as follows:

<u>Name</u>	<u>Address</u>
Ray A. Barr	10 Bank Street White Plains, New York 10606

SIXTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and for further definition, limitation and regulation of the powers of the corporation and of its directors and stockholders:

(1) The number of directors of the corporation shall be such as from time to time shall be fixed by, or in the manner provided in the by-laws. Election of directors need not be by ballot unless the by-laws so provide.

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 07/11/1997
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(2) The Board of Directors shall have power without the assent or vote of the stockholders:

(a) To make, alter, amend, change, add to or repeal the By-Laws of the corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

(b) To determine from time to time whether, and to what times and places, and under what conditions the accounts and books of the corporation (other than the stock ledger) or any of them, shall be open to the inspection of the stockholders.

(3) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the corporation whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

(4) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the corporation; subject, nevertheless, to the provisions of the statutes of Delaware, of this certificate, and to any by-laws from time to time made by the stockholders, provided, however, that no by-laws so made shall invalidate any prior act of the directors which would have been valid if such by-law had not been made.

SEVENTH: No director shall be liable to the corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director except with respect to (1) a breach of the director's duty of loyalty to the corporation or its stockholders, (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) liability under Section 174 of the Delaware General Corporation Law, as amended from time to time, and any other liability which may be specifically defined by law, or (4) a transaction from which the director derived an improper personal benefit, it being the intention of the foregoing provision to eliminate the liability of the corporation's directors to

the corporation or its stockholders to the fullest extent permitted by Section 102(b)(7) of the Delaware General Corporation Law, as amended from time to time. The corporation shall indemnify to the fullest extent permitted by Sections 102(b)(7) and 145 of the Delaware General Corporation Law, as amended from time to time, each person that such Sections grant the corporation the power to indemnify, as more fully provided in Article VII of the By-laws of the corporation. No repeal or modification of this Article SEVENTH shall apply to or have any effect on the liability or alleged liability of any director of the corporation or the indemnification obligations of the corporation for or with respect to any acts or omissions of such director occurring prior to such repeal or modification.

EIGHTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware, may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths (3/4) in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

NINTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

JUL 10 1997 12:00
IN WITNESS WHEREOF, the undersigned hereby executes this document
and affirms that the facts set forth herein are true under the penalties of perjury this 10th day
of July, 1997.


Ray A. Barr, Incorporator

CERTIFICATE OF MERGER

OF

FLEISHMAN-HILLARD, INC.

INTO

FH ACQUISITION INC.

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Fleishman-Hillard, Inc.	Missouri
FH Acquisition Inc.	Delaware

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is FH Acquisition Inc., which shall herewith be changed to Fleishman-Hillard, Inc., a Delaware corporation.

FOURTH: That Article FIRST of the Certificate of Incorporation of FH Acquisition Inc. is amended to read as follows:

The name of the corporation is Fleishman-Hillard, Inc.

FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 200 North Broadway, St. Louis, MO 63102.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows: Fleishman-Hillard, Inc. has the authority to issue 15,015,000 shares of capital stock, consisting of: (i) 7,500,000 shares of Voting Common Stock par value \$0.01 per share; (ii) 7,500,000 shares of Class A Common Stock, par value \$0.01 per share; and (iii) 15,000 shares of Preferred Stock, par value \$100.00 per share.

Dated: August 21, 1997

FH ACQUISITION INC.

By: 
Barry J. Wagner, Secretary

**CERTIFICATE OF CORRECTION
OF
FLEISHMAN-HILLARD, INC.**

The undersigned corporation hereby certifies as follows:

FIRST: The name of the corporation is

FLEISHMAN-HILLARD, INC.

SECOND: In the Certificate of Merger, the corporate name was inadvertently set forth incorrectly.

THIRD: The correction to the Certificate of Merger, filed in the office of the Secretary of State of Delaware on August 21, 1997, to be effected hereby is as follows:

"Paragraph number FIRST of the Certificate of Incorporation is corrected to read as follows:

FLEISHMAN-HILLARD INC."

FOURTH: The correction effected herein is authorized by Section 103(F) of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the corporation has caused this certificate to be executed this 17th day of October, 1997.

By: Barry J. Wagner
Barry J. Wagner
Secretary

CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED OFFICE
AND OF REGISTERED AGENT

It is hereby certified that:


1. The name of the corporation (hereinafter called the "corporation") is
FLEISHMAN-HILLARD INC.

2. The registered office of the corporation within the State of Delaware is hereby
changed to 2711 Centerville Road, Suite 400, City of Wilmington 19808, County of New
Castle.

3. The registered agent of the corporation within the State of Delaware is hereby
changed to Corporation Service Company, the business office of which is identical with the
registered office of the corporation as hereby changed.

4. The corporation has authorized the changes hereinbefore set forth by resolution
of its Board of Directors.

Signed on 12/31, 2001.



A handwritten signature in black ink, appearing to read 'Ray McGovern', is written over a horizontal line.

Ray McGovern, Asst. Secretary

CERTIFICATE OF OWNERSHIP AND MERGER

OF

Upstart Communications, Inc.

(a California corporation)

into

Fleishman-Hillard Inc.

(a Delaware corporation)

It is hereby certified that:

1. Fleishman-Hillard Inc., hereinafter sometimes referred to as the "Corporation", is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of each class of stock Upstart Communications, Inc., which is a business corporation of the State of California.
3. The laws of the jurisdiction of organization of Upstart Communications, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges Upstart Communications, Inc. into the Corporation.
5. The following is a copy of the resolutions adopted on December 26, 2002 by the Board of Directors of the Corporation to merge the said Upstart Communications, Inc. into the Corporation:

"RESOLVED, that Upstart Communications, Inc. be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of Upstart Communications, Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Upstart Communications, Inc. in its name.

RESOLVED, that this Corporation assume all of the obligations of Upstart Communications, Inc.

RESOLVED, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of California, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of Upstart Communications, Inc. and of this Corporation and in any other appropriate jurisdiction.

RESOLVED, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be December 31, 2002, and that, insofar as the General Corporation Law of the State of Delaware shall govern the same, said time shall be the effective merger time.

Executed on December 26, 2002

Pleishman-Hillard Inc.

By: 15/ Raymond E. McGovern Jr.
Raymond E. McGovern, Jr.
Assistant Secretary

**CERTIFICATE OF OWNERSHIP AND MERGER
 OF FLEISHMAN-HILLARD CLEVELAND INC.
 RELATING TO THE MERGER OF
 FLEISHMAN-HILLARD CLEVELAND INC.
 WITH AND INTO
 FLEISHMAN-HILLARD INC.**

(Pursuant to Section 253 of the General Corporation Law of the State of Delaware)

FLEISHMAN-HILLARD INC., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), desiring to merge its wholly-owned subsidiary, **FLEISHMAN-HILLARD CLEVELAND INC.** ("Subsidiary"), with and into the Corporation pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, hereby sets forth as follows:

FIRST: The Corporation is a corporation duly organized and existing under the laws of the State of Delaware, and its Certificate of Incorporation was filed in the office of the Secretary of State of Delaware on July 11, 1997 under the name FH Acquisition Inc.

Subsidiary is a corporation duly organized and existing under the laws of the State of Delaware, and its Certificate of Incorporation was filed in the office of the Secretary of State of Delaware on July 7, 1999. Subsidiary is a wholly-owned subsidiary of the Corporation.

SECOND: The Corporation shall be the surviving corporation of the merger.

THIRD: The Board of Directors of the Corporation by resolutions duly adopted on December 29, 2005, determined to merge Subsidiary with and into the Corporation and to have the Corporation assume all of the obligations of Subsidiary; said resolutions being as follows:

"WHEREAS, the Corporation lawfully owns all of the issued and outstanding shares of capital stock of Fleishman-Hillard Cleveland Inc., a Delaware corporation ("Subsidiary");

WHEREAS, the Corporation has determined that it is advisable, fair and in the best interests of the Corporation and Subsidiary to merge Subsidiary with and into the Corporation;

NOW THEREFORE, BE IT:

RESOLVED, that the merger of Subsidiary with and into the Corporation pursuant to which, on the Effective Date (as defined below), the separate existence of Subsidiary shall cease and Subsidiary shall be merged with and into the Corporation, is hereby approved, ratified, confirmed and adopted. The Corporation, as the surviving corporation, shall continue in existence and shall

become the owner, without other transfer, of all the rights and properties of Subsidiary and the Corporation shall assume and be liable for all liabilities, obligations and penalties of Subsidiary; and it is further

RESOLVED, that the Agreement and Plan of Merger between the Corporation and Subsidiary (the "Merger Agreement"), in substantially the form attached hereto as Exhibit A, be, and hereby is, authorized and approved; and it is further

RESOLVED, that the shares of each class of capital stock of Subsidiary issued and outstanding immediately prior to the Effective Date shall, by virtue of the merger and without further action on the part of their holders, be cancelled and extinguished; and it is further

RESOLVED, that the Certificate of Merger (the "Certificate"), in substantially the form attached hereto as Exhibit B, be, and hereby is, authorized and approved; and it is further

RESOLVED, that the merger is to become effective on December 31, 2005 (the "Effective Date"); and it is further

RESOLVED, that the proper officers of the Corporation be, and each of them acting alone hereby is, authorized and directed, in the name and on behalf of the Corporation, to execute and deliver the Merger Agreement and Certificate and any other document required or contemplated thereunder, with such changes therein as any such individual, in his or her sole direction, may deem necessary or appropriate, with the execution and delivery of the Merger Agreement and Certificate or such other documents, by any such individual to be conclusive evidence of approval thereof by the Corporation; and it is further

RESOLVED, that the officers of the Corporation, be, and each of them acting alone hereby is, authorized and directed, in the name and on behalf of the Corporation, to execute and file the Certificate, with such changes therein or amendments thereto as any such individual, in his or her sole discretion, may deem necessary or appropriate, with the execution and filing of the Certificate by any such individual to be conclusive evidence of approval thereof by the Corporation; and it is further

RESOLVED, that the officers of the Corporation be, and each of them acting alone hereby is, authorized to execute and deliver all such further agreements, documents, certificates and instruments, and to take all such other actions, as any such officer, in his or her sole discretion, may deem necessary or appropriate in order to carry out the transactions contemplated by the foregoing resolutions."

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed and attested by its duly authorized officer, as of December 29, 2005.

FLEISHMAN-HILLARD INC.

By: /s/ Deborah E. Zangara
Deborah E. Zangara
Secretary